

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

CORE SCIENTIFIC, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-90341 (DRJ)
)
) (Jointly Administered)
)

**APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF GRAY REED AS CONFLICTS
AND EFFICIENCY COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, EFFECTIVE AS OF JANUARY 30, 2023**

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSB.USCOURTS.GOV/](https://ecf.txsb.uscourts.gov/) WITHIN TWENTY-ONE DAYS FROM THE DATE THIS APPLICATION WAS FILED. IF YOU DO NOT HAVE ELECTRONIC FILING PRIVILEGES, YOU MUST FILE A WRITTEN OBJECTION THAT IS ACTUALLY RECEIVED BY CLERK WITHIN TWENTY-ONE DAYS FROM THE DATE THIS APPLICATION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

The Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), by Patricia Trompeter, Chief Executive Officer of Sphere 3D Corp., in her capacity as a representative of a member of the Committee, Sphere 3D Corp., respectfully state as follows in support of this application (the “Application”):²

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number, are: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them later in this Application.

Relief Requested

1. The Committee seeks entry of an order, substantially in the form attached hereto (the “Order”): (a) authorizing the retention and employment of Gray Reed as their conflicts and efficiency counsel, effective as of January 30, 2023; and (b) granting related relief.

2. In support of the Application, the Committee respectfully submits (i) the *Declaration of Jason S. Brookner in Support of the Application for Entry of an Order Authorizing the Retention and Employment of Gray Reed as Conflicts and Efficiency Counsel to the Official Committee of Unsecured Creditors, Effective as of January 30, 2023* (the “Brookner Declaration”), which is attached hereto as **Exhibit A**, and (ii) the *Declaration of Patricia Trompeter in Support of the Application for Entry of an Order Authorizing the Retention and Employment of Gray Reed as Conflicts and Efficiency Counsel to the Official Committee of Unsecured Creditors, Effective as of January 30, 2023* (the “Trompeter Declaration”), which is attached hereto as **Exhibit B**.

Jurisdiction and Venue

3. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

4. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The bases for the relief requested herein are sections 328, 330 and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rules 2014-1 and 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”), and the *Procedures for Complex Cases in the Southern District of Texas* (effective January 1, 2023).

Background

6. On December 21, 2022 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed.

7. On January 9, 2023, the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed the Committee pursuant to section 1102 of the Bankruptcy Code. *See* Docket No. 256. On February 3, 2023, the U.S. Trustee reconstituted the Committee following the resignation of one of its members, BRF Finance Co., LLC. *See* Docket No. 456. The Committee presently consists of four members: Dalton Utilities, Sphere 3D Corp., MP2 Energy LLC d/b/a Shell Energy, and Tenaska Power Services Co.

8. The Committee selected Willkie Farr & Gallagher LLP (“Willkie”) to serve as its principal counsel. On January 30, 2023, the Committee selected Gray Reed to serve as its conflicts and efficiency counsel.

Gray Reed’s Qualifications

9. The Committee has determined that the retention of conflicts and efficiency counsel is necessary and appropriate under the circumstances. Gray Reed’s complex chapter 11 experience, as well as its extensive practice before the Court and knowledge of the Bankruptcy Local Rules and practices, make it ideal to efficiently serve the needs of the Committee. Due to the breadth of practice disciplines and expertise at Gray Reed, the Committee believes that Gray Reed is both well qualified and uniquely able to assist the Committee as conflicts and efficiency counsel in these chapter 11 cases.

Services to be Provided

10. Gray Reed has discussed the division of responsibilities with Willkie and will make every effort to avoid duplication of efforts. Specifically, Gray Reed will provide legal advice and services with respect to any matters on which Willkie may have a conflict, including but not limited to (a) investigating claims against BRF Finance Co., LLC and its affiliates, and (b) any and all other services assigned by the Committee to Gray Reed as conflicts and efficiency bankruptcy counsel.

Professional Compensation

11. As set forth in the Brookner Declaration, Gray Reed intends to (a) charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date the services are rendered and (b) seek reimbursement of actual and necessary out-of-pocket expenses, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and any other applicable procedures and orders of the Court.

12. Gray Reed's current customary hourly rates generally range from \$525.00 to \$955.00 per hour for attorneys and \$75.00 to \$310.00 per hour for paraprofessionals. Hourly rates are periodically adjusted in the normal course of the Firm's business, often due to the increased experience of a particular professional. The attorneys primarily responsible for this engagement and their respective standard hourly rates are as follow:

Name	Title	Rate
Jason S. Brookner	Partner	\$955.00
Lydia R. Webb	Partner	\$690.00
Russell E. Jumper	Partner	\$625.00
London England	Associate	\$525.00
Veronica Salazar	Paralegal	\$310.00

These persons will be assisted by other professionals and paraprofessionals at Gray Reed as necessary.

13. Gray Reed's hourly rates are set at a level designed to compensate Gray Reed fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions. These hourly rates are consistent with the rates that Gray Reed charges other non-bankruptcy and chapter 11 clients, regardless of the location of the chapter 11 case. Moreover, the rate structure is appropriate and not significantly different from (a) the rates Gray Reed charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Gray Reed will perform in these cases.

14. It is Gray Reed's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Gray Reed's policy to charge its clients only the amount actually incurred by Gray Reed in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

Gray Reed's Disinterestedness

15. To the best of the Committee's knowledge, and as disclosed herein and in the Brookner Declaration, (a) Gray Reed and its respective lawyers neither hold nor represent any interest adverse to the Debtors' estates in connection with these cases, (ii) Gray Reed is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code, and (iii) neither Gray Reed nor its professionals have any connection with the Debtors, their creditors, or other parties-in-interest, except as may be disclosed in the Brookner Declaration.

16. Gray Reed's compliance with the requirements of sections 1103 and 504 of the Bankruptcy Code and Bankruptcy Rule 2014 are set forth in greater detail in the Brookner Declaration. Gray Reed does not represent any party in these cases other than the Committee and will not represent any constituent in these cases other than the Committee.

17. Gray Reed will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Gray Reed will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

Basis for Relief

18. A committee appointed pursuant to section 11 U.S.C. § 1102, with the Court's approval, "may select and authorize the employment by such committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee." 11 U.S.C. § 1103(a). Section 328(a) further provides that such employment may be "on any reasonable terms and conditions." *Id.* § 328(a).

19. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

20. Gray Reed's services will enable the Committee to faithfully execute its duties as a fiduciary for the Debtors' unsecured creditors. Based upon its extensive experience and expertise in the field of debtors' and creditors' rights and with chapter 11 reorganizations and

liquidations, Gray Reed is well qualified to represent the Committee in an efficient, cost-effective, and timely manner. As stated above, the Committee does not believe that Gray Reed holds or represents an adverse interest to the interest of the Debtors' estates in connection with these cases and believes that Gray Reed is a "disinterested person" under the Bankruptcy Code. Accordingly, the Committee submits that the retention of Gray Reed is in the best interests of the Committee and the unsecured creditors of the Debtors and should be approved by the Court.

Notice

21. The Committee will provide notice of this Application to the following parties and/or their respective counsel, as applicable: (a) the Debtors, (b) the U.S. Trustee, and (c) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Committee submits that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

22. No prior request for the relief sought in this Application has been made to this or any other court.

WHEREFORE, the Committee respectfully requests that the Court enter an order granting the relief requested in this Application and granting such other and further relief as is appropriate under the circumstances.

Respectfully submitted this 28th day of February, 2023.

The Official Committee of Unsecured Creditors
of Core Scientific, Inc., *et al.*

By: /s/ Patricia Trompeter

Patricia Trompeter

Chief Executive Officer

Sphere 3D Corp.

As representative for Sphere 3D Corp.
in its capacity as a Committee member

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 28th day of February, 2023, she caused a true and correct copy of the foregoing document to be served via the Court's CM/ECF system.

/s/ Lydia R. Webb

Lydia R. Webb

EXHIBIT A

Brookner Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

CORE SCIENTIFIC, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-90341 (DRJ)
)
) (Jointly Administered)
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**DECLARATION OF JASON S. BROOKNER
IN SUPPORT OF APPLICATION FOR ENTRY OF
AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
GRAY REED AS CONFLICTS AND EFFICIENCY COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF JANUARY 30, 2023**

Jason S. Brookner declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner in the law firm of Gray Reed. Gray Reed maintains offices in Houston, Dallas and Waco, Texas. With approximately 150 attorneys, the Firm provides a full range of legal services to clients throughout Texas and the United States.

2. I am the lead attorney from Gray Reed working on the above-captioned chapter 11 cases. I am a member in good standing of the State Bar of Texas, and I have been admitted to practice in the United States Bankruptcy Court for the Southern District of Texas. There are no disciplinary proceedings pending against me.

3. I submit this declaration ("Declaration") in support of the *Application for Entry of an Order Authorizing the Retention and Employment of Gray Reed as Conflicts and Efficiency*

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

Counsel to the Official Committee of Unsecured Creditors Effective as of January 30, 2023 (the “Application”),² and to provide the disclosures required under Fed. R. Bankr. P. 2014(a).

4. I have personal knowledge of the facts set forth herein unless otherwise indicated. To the extent any information disclosed herein requires amendment or modification, I will submit a supplemental declaration.

5. Neither I, Gray Reed, nor any lawyer at the Firm represents any party in interest (or its attorneys or accountants) other than the Official Committee of Unsecured Creditors (the “Committee”) in connection with the above-captioned chapter 11 cases.

6. As set forth below, Gray Reed has in the past, may currently, and may in the future represent entities that are creditors or interest holders of the Debtors in matters unrelated to these chapter 11 cases. Gray Reed will not represent any of these parties in connection with the Debtors’ chapter 11 cases. Gray Reed will only represent the Committee in connection with these cases.

Gray Reed’s Qualifications

7. The Committee has determined that the employment of Gray Reed as conflicts and efficiency counsel to the Committee is necessary and appropriate under the circumstances. Gray Reed’s complex chapter 11 experience, as well as its extensive practice before the Court and knowledge of the Bankruptcy Local Rules and practices, make it ideal to efficiently serve the targeted needs of the Committee. Due to the breadth of practice disciplines and expertise at Gray Reed, I believe that Gray Reed is both well qualified and uniquely able to assist the Committee as conflicts and efficiency counsel in these chapter 11 cases.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

Services to be Provided

8. Gray Reed has discussed the division of responsibilities with the Committee's principal counsel, Willkie, and will make every effort to avoid duplication of efforts. Specifically, Gray Reed will provide legal advice and services with respect to any matters on which Willkie may have a conflict, including but not limited to (a) investigating claims against BRF Finance Co., LLC and its affiliates, and (b) any and all other services assigned by the Committee to Gray Reed as conflicts and efficiency bankruptcy counsel.

Professional Compensation

9. Gray Reed intends to (a) charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered and (b) seek reimbursement of actual and necessary out-of-pocket expenses, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and any other applicable procedures and orders of the Court.

10. Gray Reed's current customary hourly rates generally range from \$525.00 to \$955.00 per hour for attorneys and \$75.00 to \$310.00 for paraprofessionals. Hourly rates are periodically adjusted in the normal course of the Firm's business, often due to the increased experience of a particular professional. The attorneys primarily responsible for this engagement and their respective standard hourly rates are as follows:

Name	Title	Rate
Jason S. Brookner	Partner	\$955.00
Lydia R. Webb	Partner	\$690.00
Russell E. Jumper	Partner	\$625.00
London England	Associate	\$525.00
Veronica Salazar	Paralegal	\$310.00

The persons listed above will be assisted by other professionals and paraprofessionals at Gray Reed as necessary.

11. Gray Reed's hourly rates are set at a level designed to compensate Gray Reed fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions. These hourly rates are consistent with the rates Gray Reed charges other nonbankruptcy and chapter 11 clients, regardless of the location of the chapter 11 case. Moreover, the rate structure is appropriate and not significantly different from (a) the rates Gray Reed charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Gray Reed will perform in these cases. Gray Reed intends seek payment of 80% of its fees and 100% of its expenses on a monthly basis in accordance with this Court's *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541].

12. It is Gray Reed's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Gray Reed's policy to charge its clients only the amount actually incurred by Gray Reed in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, photocopying, airfare, meals, and lodging.

13. Pursuant to Bankruptcy Rule 2016(b), Gray Reed has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and counsel associated with Gray Reed or (b) any compensation another person or party has received or may receive, other than as permitted

pursuant to section 504 of the Bankruptcy Code. The proposed engagement is not prohibited by Bankruptcy Rule 5002.

Statement Regarding U.S. Trustee Guidelines

14. Gray Reed will apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Bankruptcy Local Rules, and any other applicable procedures and orders of the Court. Gray Reed also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures, both in connection with this application and the interim and final fee applications to be filed by Gray Reed in the chapter 11 cases.

15. The following is provided in response to the request for additional information set forth in paragraph D.1 of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "U.S. Trustee Fee Guidelines"):

Question: Did the Firm agree to any variations from, or alternatives to, the Firm's standard billing arrangements for this engagement?

Answer: No. Gray Reed did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement

Question: Do any of the Firm professionals included in this engagement vary their rate based on the geographical location of the Debtors' chapter 11 cases?

Answer: No rate for any of the professionals included in this engagement varies based on the geographic location of the bankruptcy case.

Question: If the Firm has represented the client in the 12 months prepetition, disclose the Firm's billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition.

Answer: Gray Reed did not represent any member of the Committee in the Debtors' chapter 11 cases prior to its retention by the Committee.

Question: Has your client approved the Firm's budget and staffing plan, and if so, for what budget period?

Answer: Gray Reed expects to develop a prospective budget and staffing plan to reasonably comply with the U.S. Trustee's request for information and additional disclosures, to which Gray Reed reserves all rights.

Gray Reed's Disinterestedness

16. To the best of my knowledge, (a) Gray Reed is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 328(c) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) Gray Reed has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in this Declaration.

17. In connection with its proposed retention by the Committee in these chapter 11 cases, Gray Reed undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, Gray Reed obtained from the Debtors and their representatives the names of individuals and entities that may be parties in interest in these chapter 11 cases (the "Potential Parties in Interest") and such parties are listed on **Schedule 1** hereto. In preparing this Declaration, either I or someone under my supervision and direction searched Gray Reed's client database to determine whether Gray Reed had any relationships with the groups of persons and entities listed on **Schedule 1**. To the extent that I have been able to ascertain that Gray Reed has a relationship with any Potential Parties in Interest in matters unrelated to the case, such facts are disclosed on **Schedule 2** attached hereto.

18. Gray Reed and certain of its partners and associates may have in the past represented, may currently represent, and likely in the future will represent, entities that may be parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and these chapter 11 cases. Gray Reed has searched on its electronic database for its connection to the entities listed on **Schedule 1** attached hereto. The information listed on **Schedule 1** may have changed without our knowledge and may change during the pendency of these chapter 11 cases. Accordingly, Gray Reed will update this declaration as necessary and when Gray Reed becomes aware of additional material information.

19. From time to time, Gray Reed has referred work to other professionals to be retained in these chapter 11 cases. Likewise, certain such professionals have referred work to Gray Reed.

20. Listed on **Schedule 2** to this declaration are the results of Gray Reed's conflicts searches of the above-listed entities. For the avoidance of doubt, Gray Reed will not commence a cause of action in these chapter 11 cases against the entities listed on **Schedule 2** that are current clients of Gray Reed unless Gray Reed has an applicable waiver on file or first receives a waiver from such entity allowing Gray Reed to commence such an action.

21. Additionally, as specifically set forth in **Schedule 2**, to date Gray Reed has not represented any of the Debtors' creditors or other entities in connection with such creditors' claims or interests in or against the Debtors or these chapter 11 cases. To the extent that Gray Reed discovers errors in **Schedule 2** or new representations arise, Gray Reed will amend **Schedule 2**.

22. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Gray Reed, nor any partner or associate thereof, insofar as I have

been able to ascertain, have any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the Office of the United States Trustee for the Southern District of Texas, any person employed in the Office of the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Southern District of Texas, except as disclosed or otherwise described herein.

23. Gray Reed will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Gray Reed will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

24. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on this 28th day of February, 2023.

By: /s/ Jason S. Brookner
Jason S. Brookner

Schedule 1

List of Entities Searched

Debtors:

Core Scientific Mining LLC
Core Scientific, Inc.
Core Scientific Acquired Mining LLC
Core Scientific Operating Company Radar
Relay, Inc.
Core Scientific Specialty Mining (Oklahoma), LLC
American Property Acquisition, LLC
Starboard Capital LLC
RADAR LLC
American Property Acquisitions I, LLC American
Property Acquisitions VII, LLC

**Debtors' Trade Names and Aliases (up to 8
years) (a/k/a, f/k/a, d/b/a):**

155 Palmer Lane, LLC
Blockcap, Inc.
Core Scientific Holdings Co.
Core Scientific, Inc.
GPU One Holdings, LLC
Mineco Holdings, Inc.
Power & Digital Infrastructure Acquisition
Corp.
Radar Relay, LLC
XPDI

Bank Accounts:

Bank of America
City National Bank
Bremer Bank

**Bankruptcy Judges and Staff for Southern
District of Texas:**

Judge David R. Jones
Judge Marvin Isgur
Judge Christopher M. Lopez
Judge Jeffrey P. Norman
Judge Eduardo V. Rodriguez
Peter Bray
Jason Marchand
Albert Alonzo
Rosario Saldan
Christina Bryan
Melissa Morgan-Faircloth
LinhThu Do
Mario Rios
Yvonne Ho
Samantha Warda

Dena Hanovice Palermo
Carol Felchak
Jeannie Chavez
Sam S. Sheldon
Shannon Jones

**Bondholders/Noteholders/Indenture
Trustees:**

U.S. Bank National Association

**Clerk of the Court for Southern District
of Texas:**

Darlene Hansen
Nathan Ochsner

**Contract Counterparties (includes patents:
and intellectual property)**

(See Significant Customers and Contract
Counterparties)

Current Officers and Directors:

Carol Haines
Darin Feinstein
Denise Sterling
Jarvis Hollingsworth
Jeff Pratt
Jeff Taylor
Katharine ("Katy") Hall
Kneeland Youngblood
Krista Rhynard
Kyle Buckett
Lynn Burgener
Matthew Brown ("Matt")
Matthew Minnis ("Matt")
Michael Bros
Michael Levitt ("Mike")
Neal P. Goldman
Russell Cann
Steve Gitlin
Todd DuChene
Weston Adams

Affiliation of Current Officers and Directors:

Baylor Health Care System Foundation
California Institute of Technology (Caltech)
Diamond Offshore Drilling, Inc.
Kayne Anderson BDC, LLC
Kayne Anderson Capital Advisors, L.P.

Kayne Anderson Energy Infrastructure Fund
Inc. (KYN)
Kayne Anderson NextGen Energy &
Infrastructure Inc. (KMF)
Laredo Petroleum, Inc.
Mackay Shields, LLC
Mallinckrodt Pharmaceuticals
Memorial Hermann Hospital System
Och Ziff Capital Management, LP
Pledgeling Technologies
Prostate Cancer Foundation
Scientific Games Corporation
Southwestern Medical Foundation
Talos Energy, Inc.
Teacher Retirement System of Texas
The Council on Foreign Relations
The Music Acquisition Corp
TPG Pace Beneficial Finance Corporation I and
II
Weatherford International

Benefit Providers:

(Workers Compensation/ Pension Plans
/Third Party Administrators)
Aetna
Aflac
Allstate Benefits
American Security and Protection Services LLC
Blue Cross Blue Shield CA
Blue Cross Blue Shield NC
BNY Mellon Bank
Chubb Personal Excess Liability Insurance
Citibank (Administered by PayFlex)
Delta Dental
Expensify Payments LLC
Farmers Group Select Home & Auto Insurance
Florida Blue
Globalization Partners Professional Services
Group Health Aetna
Guardian
Kaiser Permanente
MetLife
Optum Bank
Securitas Security Services USA, Inc.
TriNet - COBRA
TriNet HR III, LLC
Tufts
UnitedHealthcare ("UHC")
Vision Service Plan ("VSP")

Debtors Professionals:

AlixPartners LLP
PJT Partners LP
Stretto, Inc.
Weil, Gotshal & Manges LLP

Former Officers and Directors:

Aber Whitcomb
Alan Curtis
Brandon Curtis
Brett Harrison
Brian Neville
Bryce Johnson
Caleb Tebbe
Christel Sice
Christy Barwick
Clark Swanson
Colin Crowell
Dan Christen
Devon Eldridge
George Kollitides
Harlin Dean
Kevin Turner
Larry Rudolph
Matthew Bishop
Michael Truzpek
Peter Dorrius
Peter J. Novak
Peter Sladic
Sharon Orlopp
Stacie Olivares

**Insurance/Insurance Broker/Insurance
Provider/Surety Bonds:**

AmTrust
AON
Arch Specialty Ins. Co (via AmWins)
Ascot Syndicate No. 1414 (Ethos via AmWins)
Aspen Specialty Ins. Co (via AmWins)
AXIS Surplus Ins. Co (via Amwins)
Beazley (Lloyd's Syndicate 2623)
Beazley (Lloyd's Syndicate No. 2623 (Beazley
UK)
Beazley Insurance Company
Berkley National Insurance Company
Berkley Prof Liability
Berkshire Hathaway Specialty Ins. Company
CAC Specialty
Columbia Casualty Company (CNA)

Endurance American Specialty Insurance Company (Sompo)
 Federal Insurance Company (Chubb)
 General Casualty Co of WI (QBE)
 Harco National Insurance Company (360)
 Hiscox Insurance Company
 Kinsale Insurance Company (via Amwins)
 Landmark American Insurance Company (RSUI via Amwins)
 Lexington Insurance Company (AIG) via RT Specialty
 Lexington Insurance Company (via Amwins)
 Lloyd's Syndicate No. 2623 (Beazley UK)
 National Union Fire Ins. Co of Pittsburgh (AIG)
 Navigators Insurance Co (Hartford)
 Obsidian Specialty Insurance Company (Orion via RT Specialty)
 Pennsylvania Insurance Company (Applied via RT Specialty)
 Policies Held by PEOs TriNet and Globalization Partners
 QBE Insurance Corporation
 Starr Indemnity & Liability Co
 Swiss Re Corporate Solutions Capacity Ins. Corp (via Amwins)
 The Princeton Excess & Surplus Lines Ins. Co (Munich Re via Amwins)
 U.S. Customs and Border Protection
 Vantage Risk Specialty Insurance Company (RT Specialty)
 Wright National Flood Ins. Co (NFIP)
 XL Specialty Ins. Co.

Landlords and Parties to Leases:

Cheryl Ogle & the Crystal Ogle Management Trust
 City of Denton
 Dalton-Whitfield Joint Development Authority
 Elmington Property Management LLC
 Elmington Property Mgmt. LLC - Monarch Apartments
 Hannig Row Partnership
 Hudson GRC LLC
 Hurd Real Estate Associates
 Jobe Ranch Family Limited Partnership, Lessor (11/15/2021)
 Jobe Ranch Family Limited Partnership
 Liberty Point Apartments
 Minnkota Power Cooperative Inc.

Minnkota Power Cooperative, Lessor
 (Commercial Lease, Ground Lease)
 Mobley Holdings LLC - Liberty Point Apartments
 Monarch Apartment Homes
 Ncredible Properties
 Nodak Electric Cooperative
 Nodak Electric Cooperative Inc.
 Peerless Events & Tents LLC
 SRPF A QR Riversouth LLC
 The District
 The Preserve at Spring Creek
 Tien Yun Investments, LLC (dba TY Properties)
 Worksmith, Inc.

Lenders:

1994 Steinfeld Family Trust
 36th Street Capital
 ACM ELF ST, LLC (Atalaya)
 Amplify Transformational Data Sharing ETF
 Anchorage Lending CA, LLC
 Andrew Rosen 2004 Successor Insurance Trust
 Apollo Centre Street Partnership, L.P.
 Apollo Lincoln Fixed Income Fund, L.P.
 Apollo Moultrie Credit Fund, L.P.
 Apollo Tactical Value SPN Investments, L.P.
 Arctos Credit, LLC
 B. Riley Bridge Loan
 B. Riley Commercial Capital, LLC
 Bank of the West
 Barings BDC, Inc.
 Barings Capital Investment Corporation
 Barings Private Credit Corp
 Barkley Investments, LLC
 Better Downtown Miami LLC
 Birch Grove Strategies Master Fund LP
 BlackRock Credit Alpha Master Fund L.P.
 BlockFi
 BlockFi A
 BlockFi B
 BlockFi Lending, LLC
 Bremer Bank
 BRF Finance Co., LLC
 Brown Corporation
 Cannon Investments LLC
 Celsius Core LLC
 Corbin Opportunity Fund, L.P.
 Cryptonic Black, LLC
 David Sarnier
 De Lage Landen Financial Services, Inc.
 Dell Financial Services L.L.C.

Douglas Lipton
 Ferro Investments Ltd.
 FGK Investments Ltd.
 Fidelity Capital Corp.
 First Sun Investments, LLC
 Frank Pollaro
 FTF Diversified Holdings, LP
 Galaxy Digital LP
 Garlic Limited
 Genesis Global Capital, LLC
 Genesis Global Capital, LLC #1
 Greensledge Merchant Holdings, LLC
 Gullane Capital Partners, LLC
 Gullane Digital Asset Partners OP, LLC
 Gullane Digital Asset Partners, LLC
 HC NCBF Fund
 Holliwod, LLC
 Ibex Partners (Core) LP
 ICG CoreSci Holdings, LP
 Indigo Direct Lending, LLC
 James Pulaski
 Jason Capello
 John Badger Quinn
 John P. Joliet
 JPAS - Credit LLC ("JPAS" is Jordan Park
 Access Solutions)
 JPAS - Crypto Infrastructure-A S.P.
 JSK Partnership LLC
 Kensico Associates, L.P.
 Kensico Offshore Fund Master, Ltd
 KMR CS Holdings, LLC
 Leon J. Simkins Non-Exempt Trust FBO
 Michael Simkins
 Levbern Management LLC
 Liberty Commercial Finance, LLC
 Liberty Stonebriar
 Marsico AXS CS LLC
 Mass Mutual Barings
 Massachusetts Mutual Life Insurance Company
 Milos Core LLC
 Monbanc Inc.
 Neso Investment Group Ltd
 North Mill Equipment Finance
 North Star Leasing
 Northdata Holdings Inc.
 Novak
 NYDIG
 OIP SPV Core Scientific, LLC
 Omega Interceptor Restricted Ltd
 Pescadero Capital, LLC

Prime Alliance Bank
 Richard Katz 2016 GST Trust
 Robert Fedrock
 Sabby Volatility Warrant Master Fund, Ltd.
 SRPF A QR Riversouth LLC
 Stonebriar Commercial Finance LLC
 Stonebriar Finance Holdings LLC
 SunnySide Consulting and Holdings, Inc.
 TBC 222 LLC
 Tech Finance Corporation
 The Kimmel Family Foundation
 The Michael O. Johnson Revocable Trust
 The Obsidian Master Fund
 The Sear Family 1996 Trust
 The William R. Guthy Separate Property Trust
 TJC3 LLC
 Toyota Commercial Finance
 Transatlantic Mobility Holdings II LLC
 Trinity Capital Inc.
 U.S. Bank National Association
 VFS LLC
 Vineet Agrawal
 Wilmington Savings Fund Society, FSB
 Wolfswood Holdings LLC
 Wormser Family Partnership II, LP
 Wormser Family Partnership 11, LP
 XMS Core Convert Holdings LLC

List of the Top 30 Unsecured Creditors:

AAF International
 Amazon Web Services Inc.
 Bergstrom Electric
 BRF Finance Co., LLC
 CDW Direct
 CES Corporation
 Cherokee County Tax Collector
 Cooley LLP
 Dalton Utilities
 DK Construction Company
 Duke Energy
 FlowTx
 Gensler
 Harper Construction Company, Inc.
 Herc Rentals
 Kentucky Department of Revenue
 LiveView Technologies Inc.
 Marshall County Sheriff
 McDermott Will and Emery LLP
 Moss Adams LLP
 OP

Priority Power Management, LLC
 Reed Wells Benson and Company
 Securitas Security Services USA Inc.
 Shell Energy Solutions
 Sidley Austin LLP
 Tenaska Power Services Co
 Tenet Solutions
 Trilogy LLC
 U.S. Customs and Border Patrol

**List of the Creditors Holding the Top 100
 Largest Unsecured Claims (Excluding
 Insiders):**

A to Z pest Control and Services
 AAF International
 AccuForce HR Solutions LLC
 Acme Tools
 Altru Health System
 Amazon Business
 Amazon Web Services Inc.
 American Paper and Twine Co
 American Security and Protection Service LLC
 AT&T
 Averitt Express Inc.
 Bearden Industrial Supply
 Bergstrom Electric
 BlockFi Lending LLC
 C & W Facility Services, Inc.
 C.H. Robinson Company, Inc.
 Callahan Mechanical Contractors Inc.
 Carolina Recycling & Consulting LLC
 CES Corporation
 Charter Communications, Inc. (dba Spectrum)
 Cherokee County Tax Collector
 City of Calvert City
 Collier Electrical Service Inc.
 ComputerShare Inc.
 Condair Inc
 Dakota Carrier Network
 Data Sales Co Inc.
 Delaware Secretary of State
 DJNR Interactive LLC
 DK Construction Company
 Draffen Mart Inc.
 EPB of Chattanooga
 Equinix Inc.
 Equipment Depot of Kentucky Inc.
 Frontier Communications America Inc.
 Gensler
 Globalization Partners LLC

GreatAmerica Financial Services
 Grubhub Holdings Inc.
 Hannan Supply Company Inc.
 Herc Rentals
 IEWC Global Solutions
 Interstate Welding and Steel Supply
 J W Didado Electric LLC
 Jackson Purchase Energy Corporation
 Jacob John Novak
 Kelly Services Inc
 Lattice
 Lib Fin LLC
 Lisa Ragan Customs Brokerage
 Manpower
 Marble Community Water System
 Marnoy Interests Ltd.
 Marshall County Sheriff
 MassMutual Asset Finance LLC
 Moss Adams LLP
 Mountain Top Ice
 Onyx Contractors Operations, LP
 Optilink
 Proctor Management
 Reed Wells Benson and Company
 Regional Disposal and Metal LLC
 Resound Networks LLC
 Ricks Rental Equipment
 Robert Half Talent Solutions
 Securitas Security Services USA Inc.
 Slalom LLC
 Snelling
 Stonebriar Finance Holdings LLC
 Supreme Fiber LLC
 Technology Finance Corporation
 Temps Plus of Paducah Inc.
 Tenaska Colocation Services LLC
 Tennessee Valley Authority
 Truckload Connections, LLC
 US Customs and Border Patrol
 Waste Path Services LLC
 Water Works C&R, LLC
 XC Container LLC
 ZetaMinusOne LLC

List of 5 Largest Secured Claims:
 (See Significant Vendors/Suppliers)

**Litigation Counterparties/Litigation Pending
 Lawsuits (includes threatened litigation):**
 Benjamin Thomison & Alpha Asic

Harlin Dean
Jonathan Barrett, et al.
LV net, Mizrahi et al.
McCarthy Buildings Companies, Inc.
Mei Pang
Sphere 3d
Stayfirst Branding Agency

Non-Debtor Affiliates and Subsidiaries:

Core Scientific Partners GP, LLC (SMLLC)
Core Scientific Partners, LP
CSP Advisors, LLC (SMLLC)
CSP Liquid Opportunities Fund, LP
CSP Liquid Opportunities GP, LP
CSP Liquid Opportunities Master Fund, LP
CSP Liquid Opportunities Offshore Fund
(Exempted Ltd)
Team LLC
XPDI Sponsor LLC

Non-Debtors Professionals:

Arnold & Porter Kaye Scholer LLP
(Counsel for Prepetition Secured Lenders)
Duane Morris LLP
Ducera Partners
(Proposed as Investment Banker for the
Official Committee of Unsecured Creditors)
Moelis & Company LLC
Paul Hastings LLP
(Counsel for Ad Hoc Group of Secured
Convertible Noteholders)
Skadden, Arps, Slate, Meagher & Flom LLP
(Proposed Counsel for Ad Hoc Group of
Equity Security Holders)
Sidley Austin LLP
(Counsel of NYDIG ABL LLC)
Troutman Pepper Hamilton Sanders LLP
(Counsel for Dalton Utilities)
Willkie Farr & Gallagher LLP
(Proposed Counsel for the Official
Committee of Unsecured Creditors)

**Official Committee of Unsecured Creditor
Members and Professionals:**

Willkie Farr & Gallagher LLP
Ducera Partners
Dalton Utilities
Sphere 3D Corp.
BRF Finance Co., LLC (a B. Riley affiliate)

Other Parties in Interest:

(See Other Parties in Interest (Notice of
Appearance Parties, and any other person or
group appointed))

**Notice of Appearance Parties/Interested
Parties:**

36th Street Capital Partners, LLC
Barings BDC, Inc. (as prepetition secured
lenders)
Barings Capital Investment Corporation (as
prepetition secured lenders)
Barings Private Credit Corp. (as prepetition
secured lenders)
BlockFi, Inc.
CEC Energy Services LLC
City of Denton
Dalton Utilities
GEM Mining 1, LLC
GEM Mining 2, LLC
GEM Mining 2B, LLC
GEM Mining 3, LLC
GEM Mining 4, LLC
Harper Construction Company, Inc.
Huband-Mantor Construction, Inc.
Humphrey & Associates, Inc.
Marnoy Interests, Ltd. d/b/a Office Pavilion, or
Office Pavilion
MP2 Energy Texas, LLC d/b/a Shell Energy
Solutions
NYDIG ABL LLC (f/k/a Arctos Credit, LLC)
("NYDIG")
Prime Alliance Bank, Inc.
Priority Power Management, LLC
Sphere 3D Corp.
SRPF A QR Riversouth LLC
Tenaska Power Services Co.
Travis County (TX)
Trinity Capital Inc.
U.S. Bank National Association (as Prepetition
Note Agent and Collateral Agent)
Willkie Farr & Gallagher LLP
(Proposed Counsel for the Official
Committee of Unsecured Creditors)
Wingspire Equipment Finance, LLC

Ordinary Course Professionals:

Akin Gump Strauss Hauer & Feld LLP
Alston & Bird LLP
Andersen Tax LLC

Bitmain Technology Inc.
 Blue Ridge Law & Policy, P.C.
 Campbells Regulatory Services Limited
 CO Services Cayman Limited
 Cooley LLP
 CrossCountry Consulting LLC
 CSS Partners, LLC
 Cypress Advocacy, LLC dba Mindset
 Deloitte & Touche LLP
 Deloitte Tax LLP
 Deloitte Transactions and Business Analytics
 LLP
 Ernst & Young LLP
 Ernst & Young Product Sales LLC
 Ernst and Young US LLP
 Evercore Group LLC
 Faegre Drinker Biddle and Reath LLP
 Fishman Stewart PLLC
 Frost, Brown Todd LLC
 Gartner Inc.
 Gasthalter and Co LP
 Greenberg Traurig, LLP
 Holland and Hart LLP
 Ironclad, Inc.
 Jackson Walker LLP
 Kirkland and Ellis LLP
 KPMG LLP
 Marcum LLP
 McDermott Will & Emery LLP
 Mintz Group LLC
 Morgan, Lewis & Bockius LLP
 Moss Adams LLP
 Murphy & Grantland, P.A.
 NASDAQ Corporate Solutions, LLC
 NAVEX Global, Inc.
 Netgain Solutions, Inc.
 Oracle America, Inc.
 PricewaterhouseCoopers LLP
 Prickett Jones and Elliott PA
 Quinn Emanuel Urquhart & Sullivan, LLP
 Registered Agent Solutions, Inc.
 Resources Global Professionals
 Richards Layton and Finger PA
 Riverbend Consulting LLC
 Rowlett Hill Collins LLP
 Ryan & Associates
 Ryan LLC
 Sidley Austin LLP
 Sitrick and Company
 Snell & Wilmer

Sternhell Group
 Williams & Connolly LLP
 Workday, Inc.
 Workiva Inc.
 Frost, Brown Todd LLC

Proposed Ad Hoc Group of Equity Security

Holders and Professionals:

Skadden, Arps, Slate, Meagher & Flom LLP
 Custodian CSPB
 Douglas Abrams
 Eddie Griffin
 Jay Deutsch
 Lukasz Gottwald
 Mark Beaven
 The Rudolph Family Trust
 Todd Deutsch
 Two Trees Capital Limited BVI

Other Secured Parties (Letters of Credit/

Issuers of Letters of Credit):

N/A

**Partnerships (if debtors is a partnership, its
 general and limited partners):**

N/A

Regulatory and Government:

(See Taxing Authorities)
 Environmental Protection Agency
 Internal Revenue Service ("IRS")
 Occupational Safety and Health Administration
 Securities and Exchange Commission ("SEC")
 U.S. Customs and Border Protection

Secured Creditors:

ABLe Communications, Inc.
 ComNet Communications, LLC
 Consolidated Electrical Distributors, Inc. dba
 Sun Valley Electric Supply
 Coonrod Electric Co, LLC
 Elliot Electric Supply, Inc.
 Harper Construction
 Housley Communications, Inc.
 Huband Mantor Construction Inc.
 Humphrey & Associates, Inc.
 LML Services dba FlowTx
 McElroy Metal Mill, Inc. dba McElroy Metal
 MK-Marlow Company, LLC
 Morsco Supply LLC dba Morrison Supply
 Company

Network Cabling Services, Inc.
 Priority Power
 Summit Electric Supply
 Sure Steel - Texas, LP
 T&D Moravits & Co.
 Texas AirSystems, LLC
 Wesley-Thompson Hardware, Inc.

Significant Competitors:

Argo Blockchain PLC
 Bitfarms Technologies Ltd.
 (fka Blockchain Mining Ltd.)
 Cipher Mining Inc.
 CleanSpark, Inc.
 Greenidge Generation Holdings Inc.
 Hive Blockchain Technologies Inc.
 Hut 8 Mining Corp.
 Iris Energy Ltd.
 Marathon Digital Holdings, Inc.
 Mawson Infrastructure Group Inc.
 Riot Blockchain, Inc.

Significant Customers and Contract

Counterparties:

1277963 B.C. Ltd dba Bitfield
 ADQ Financial Services LLC
 Agricultural Scientific LLC
 Aidant.ai
 AJT Trading, LLC
 Alloy Ventures Management LLC
 Argo Innovation Labs Inc.
 AsicXchange Team Inc.
 Atlas Technology Group LLC
 Bay Colony Law Center, LLC
 Bay Online Media
 Benjamin Rees
 BEP 888, LLC
 BEP 999, LLC
 Bitdeer, Inc.
 Bit Digital USA, Inc.
 Bitmain Development Inc.
 Bitmain Technologies Georgia Limited
 Bitmaintech PTE LTD
 Bizmatica Polska JSC
 Block One Technology
 Blockcap Inc.
 Blockchain United Mining Services
 Blockfusion Technologies
 Blue Hills Co, LLC
 Blue Torch Capital LP

Brent Jason Deboer
 Burdy Technology Limited
 BW Holdings, LLC
 CAC Global LLC
 CCP Credit Acquisition Holdings, L.L.C.
 Celsius Mining LLC
 Charles Aram
 Chris Chiovitti Holdings Inc.
 Clearly Leasing, LLC
 Colin Jacobs
 Colin Smith
 Compass Mining, Inc.
 Crypto Garden, Inc.
 Cumulus Coin LLC
 DCG Foundry LLC
 Digifarm Technologies Limited
 Dreams and Digital, LLC
 DUS Management Inc.
 Etcembly Ltd
 EverData, LLC
 EZ BlockChain LLC
 Flourishing Field Limited
 Gateway Korea Inc.
 GEM Mining
 Gilley Enterprises
 Global Star Holding Co.
 Goodrose 5009, Inc.
 Gopher, LLC
 GPU.ONE
 Greg Pipho
 Gryphon Digital Mining, Inc.
 Hanwha Energy USA Holdings Corporation
 Henry Ho
 Hewlett Packard Enterprise Company
 Hockomock Mining Company
 Horizon Kinetics
 Icons8
 Isoplex Inc.
 Israel Garcia
 Jacob McDaniel
 JAM Mining Corp.
 JMB Capital Partners Lending, LLC
 Kaboomracks, Inc.
 Kalon Investments, LLC
 Kristy-Leigh Minehan
 Lake Parime USA Inc.
 Leon Hadgis
 LivePerson, Inc.
 Lonestar Ole Git LLC
 Luxor Technology Corp

Mark Bordcosh
 Mineority Group
 Mineority Group LLC
 Mississippi Home Development
 N9+, LLC
 New Green Network LLC
 NextEra Energy Capital Holdings
 NFN8 Media, LLC
 Nissan North America, Inc.
 Nomura Corporate Funding Americas, LLC
 North Georgia Data LLC
 NVIDIA Corporation
 Pete Abdo
 Polyphase Capital, LLC
 Poolin Technology Pte. Ltd.
 Pure Storage, Inc.
 Quandefi Opportunities LLC
 Quantum Digital Network Assets, LLC
 Richard Norman
 Rio Verde Holdings Ltd
 River Financial Inc.
 RJW Digital Solutions
 RME Black 100, LLC
 RME Black 200, LLC
 RME Black 88, LLC
 Rodrigo Perusquia
 RPM Balance, Inc.
 Rudy Worrell
 Savage.io
 Seagen Inc.
 Sensika Technologies OOD
 Serge Marin
 Socrates Roxas
 Spring Mud LLC
 Summit Crypto Mining Limited
 Supplybit, LLC
 Tansley Equipment Limited
 Techshop Computers Ltd.
 Teslawatt
 The Allen Institute for Artificial Intelligence
 Timeless Digital Corp.
 T-Mobile USA, Inc.
 Tomek Group, LLC
 Tony Grijalva
 TYMIF Coin Ventures, LLC
 Union Jack, LLC
 UnitX
 US Digital Mining and Hosting Co., LLC
 Vaerus Mining SPV2 LLC
 VCV Power Mining Alpha LLC

William McCarter
** Certain Other Contract Counterparties of a
 Confidential Nature*

Significant Shareholders (more than 5% of equity):

Darin Feinstein
 Michael J. Levitt
 MPM Life LLC

Significant Vendors/Suppliers:

1872 Consulting LLC
 2012Exxact Corporation
 5Fastenation Inc.
 5STAR5 INC
 Abu Dhabi Ports Company PJSC – KIZAD
 Accent Awnings Inc.
 Adaptive Insights LLC
 Advanced Business Equipment
 Agility Logistics Corp
 Agora NW LLC
 AIM Summit FZE
 Aircraft Services Group Inc.
 Airflow Sciences Corporation
 Alation, Inc.
 Albacross Nordic AB
 Alfa Internationals Logistics Inc.
 Aliexpress
 Alliance Funding Group
 Allied Steel Buildings Inc.
 Allstream
 Alpha Miner LLC
 Alpha Vertical Inc.
 Alston and Bird LLP
 Alteryx Inc.
 American Registry for Internet Numbers Ltd
 Americord
 Ameri-Dedicated Inc.
 Andrew Ferraro
 Angel Bejarano Borrega
 Aon Consulting Inc.
 AON Risk Insurance Services West Inc.
 Applied Scale Technology
 ARIBA INC
 Armstrong Moving Solutions San Antonio LLC
 Arrow Exterminators
 Arrowfish Consulting
 Atlantic Trailer Leasing & Sales, LLC
 Atlas Mining
 Atrio Inc.
 AvTech Capital LLC

Bandy Transport Company
 Barnhart Crane and Rigging Co
 Beacon Building Products
 Bearcom
 Belyea Company Inc.
 Benton Electric Supply Inc.
 Bernard Klopfer
 Better IT Solutions LLC
 Big Ass Fans
 Bigbee Steel Buildings Inc.
 Bigeye, Inc.
 Bitmain Development Inc.
 Bitmain Technologies Limited
 Bitwave
 Black Box Network Services Inc.
 Blackline Safety Corp
 Blackpearl Management and Human Resource
 Consulting LLC
 Blakes Cassels and Graydon LLP
 Blockchain Association
 Blue Cross Blue Shield of Texas
 Bring Light and Sound LLC
 Broadridge ICS
 BTC Media
 Building Image Group, Inc.
 Built In Inc.
 Bureau Van Dijk Electronic Publishing Inc.
 Business Wire Inc.
 BWS Acoustics
 Calloway County Board of Education
 Calvert Cafe LLC
 Calvert City Municipal Water and Sewer
 Canaan Convey Co Ltd
 Capital City Public Affairs LLC
 Capxon Electronics Shenzhen Co Ltd
 Carolina Utility Customers Association
 Carpet Capital Fire Protection Inc.
 Carpet Capital Multi-System Inc.
 CCR Corp
 CDW Direct
 CDW Middle East FZ LLC
 CenturyLink
 Cesar Gomez Martin
 CFS Containers
 Chamber of Digital Commerce
 Chapeau!
 Cherokee County Health Department
 Cherokee Well Drilling
 Chroma System Solutions, Inc.
 Chubb

Ciemat
 CIOReview
 Circular Technologies Inc.
 Cision US Inc.
 Citadel Securities Corp Solutions
 City Electric Supply
 City of Bellevue - Tax Division
 Cleerline Technology Group LLC
 Cloudflare Inc.
 CNA Insurance
 Cohen and Company LTD
 Coin Center Inc.
 Coinbase Inc.
 Coindesk Inc.
 Colo Properties Atlanta LLC
 Color Scapes Landscaping, Inc.
 Commercial Acoustics
 Common Desk Austin LLC
 Compensation Advisory Partners, LLC
 Comware
 ConGlobal Industries LLC
 Consero Global Solutions LLC
 Consilio LLC
 Constellation New Energy, Inc.
 Container Monster LLC
 Convergint Technologies LLC
 CoreWeave Inc.
 Covert Chrysler Dodge Jeep Ram
 Crescendo Collective LLC
 Crestline Solutions LLC
 Critical Components Inc.
 Crystal Caverns Spring Water LLC
 Cunningham Golf and Utility Vehicles
 Cusip Global Services
 D16 LLC
 Dakota Fire Protection Inc.
 Dalton Fence Company
 Dalton Service Inc.
 Databricks, Inc.
 Datasite LLC
 David Herrington
 Davis Wright Tremaine LLP
 Denton Chamber of Commerce Inc.
 Dentons Canada LLP
 DHL Express (USA) Inc.
 DigiCert Inc.
 Digi-key
 Digital Asset Services Ltd
 Digital London Ltd
 Digital Mountain Inc.

Dillon Eldridge
 Distributed Ledger Inc.
 Dockery Auto Parts
 Dockzilla Co
 Docusign Inc.
 Dongguan Fa Site Electronic Technology Co
 Ltd
 Donnelley Financial Solutions
 DSV Air and Sea Inc.
 Eagle Promotions
 Eaton Corporation
 eCapital Advisors LLC
 Elasticsearch Inc.
 Electra Link Inc.
 Electric Power Engineers Inc.
 Electrical Com
 Elite Electric Company LLC
 Employer Solutions Resources LLC
 Engineered Fluids, Inc.
 EPIC ASIC Asia Limited
 Equisolve Inc
 ERI Economic Research Institute Inc.
 Ernest Industries Inc.
 Esteban LaSalle
 EvoTek
 Farm & Ranch Construction, LLC
 Farming with Stephanie LLC
 Fastenal Company
 Federico Bohn
 FedEx
 Felker Construction Company Inc.
 Fernando Manuel Sierra Pajuelo
 Fidelity Investments Institutional Operations
 Company LLC
 Financial Accounting Standards
 Board/Governmental Accounting Standards
 Board
 FINRA
 Fireblocks Inc.
 First Insurance Funding
 First National Capital LLC
 First-Line Fire Extinguisher Company
 Flexential Colorado Corp
 FlowTx
 ForensisGroup Inc.
 Forks Landscaping LLC
 Forum Communications Company
 Foshan Dilue Supply Chain Mgmt. Co Ltd
 Franchise Tax Board
 Free Transportation LLC

FreightEx Logistics LLC
 Frontline Shredding Inc.
 Frost Brown Todd Attorneys LLC
 FS.Com Inc.
 FXSA
 G.I. Joe Landscaping, LLC
 Gagnon & Miceli Freight Inc.
 Genesis Custody Limited
 Gibson and Associates Inc.
 Gilmore Kramer Co
 GitHub Inc.
 Glaze Supply Company Inc.
 Goldstein and Lee PC
 GoodHire
 Goodway Group Inc.
 Google LLC
 Grand Forks Utility Billing
 Great Sports Inc.
 Greatland Corporation
 Green Business Certification, Inc.
 Greenhouse Software Inc.
 GreensLedge Capital Markets LLC
 Greyline Partners LLC
 Griffin C Simerly
 Guardian Life
 Gustavo Melo Belfort
 Hamin Kang
 Hannig Row Partnership
 Harper Construction Company, Inc.
 Heapy
 Hill and Wilkinson Construction Group Ltd
 HM Tech LLC
 Holland LLC
 Holloway Updike and Bellen Inc.
 HubSpot Inc.
 Hudson Incentives Inc.
 Hughes Electric Paint & Supplies
 Human Rights Foundation
 Hurricane Electric LLC
 Hutchins Pallet Service, Inc.
 Hutchison and Steffen PLLC
 ICE Systems, Inc.
 ICI Mechanical LLC
 ICS Inc.
 IDC Research Inc.
 INE
 Integrated Networking Technologies LLC
 Integrity Door Solutions LLC
 Intralinks, Inc.
 Ironclad Inc.

Jackie L Bryan
 Javier Lazaro Jareno
 JBM Office Solutions
 JCL Energy LLC
 Joaquin Pablo Gonzalez
 Jobot
 John Furner
 Jonathan Barrett 2012 Irrevocable Trust dated
 May 31 2012
 Juan Jose Galan Lopez
 K and E Lawn Service LLC
 Katz Marshall and Banks LLP
 Keith Larry Watkins
 Kenco Material Handling Solutions LLC
 Kentucky Cabinet for Economic Development
 Kesco Air Inc.
 Kilpatrick Townsend and Stockton LLP
 King Ford
 Kings Road RV Park LLC
 Know Agency
 KnowBe4 Inc.
 Labor Finders
 Lake Effect Traffic LLC
 Lancaster Safety Consulting, Inc.
 Landstar Ranger Inc.
 Lane Powell PC
 LANshack Com
 Larry Ledford
 Lenz LLC
 Level 3 Communications LLC
 LHC Capital Partners Inc.
 LHH Recruitment Solutions
 LinkedIn Corporation
 LiveView Technologies Inc.
 Lockton Insurance Brokers LLC
 Logistica CryptoMining Repair LLC
 LRN Corporation
 Lukka Inc.
 M & S Patterson, Inc.
 Manley Four Little Pigs Inc.
 Manning Land LLC
 Marco Technologies LLC
 Marshall County Battery and Golf Carts Inc.
 Marshall County Tax Administrator
 McMaster-Carr
 MDSI Inc.
 Mediant Communications Inc.
 Megaport USA Inc.
 Meridian Equipment Finance LLC
 Michael Cruz

Microsoft Azure
 Mike Darling Films
 Miller Griffin and Marks PSC
 Mindset
 Mission Critical Facilities International, Inc.
 MJDII Architects Inc.
 MNP LLP
 Mobile Modular Portable Storage
 Monnit Corporation
 Monoprice Inc.
 M-RETS
 MSC Industrial Supply Co.
 Murphy and Grantland PA
 Murtco Inc.
 Muskogee City-County Port Authority
 Mustache Creative Studio
 Nancy C Sayers
 Nanning Dinggao Tech Limited
 National Association of Corp Directors
 Neeraj Agrawal
 Next Level Valet LLC
 NextLevel
 nference, Inc.
 Nicolas Carter
 Office of State Tax Commissioner
 Oklahoma Gas and Electric Company
 Oklahoma Tax Commission
 Okta Inc.
 Old Dominion Freight Line Inc.
 Old Republic National Title Ins. Co
 Omeir Cargo LLC
 Oncor Electric Delivery Company LLC
 Onestopmining Technologies Limited
 Onin Staffing, LLC
 OnlineComponents.com
 Oracle Capital LLC
 Orange Computers
 ORGDEV Limited
 Overhead Door Company of Clayton/Overhead
 Door Company of Tri State
 Parker Lynch
 Paulo Roberto Pereira de Souza Filho
 Pax ADR LLC
 Paycom Payroll LLC
 PeopleReady Inc.
 Pepsi MidAmerica
 Petter Business Systems
 Pioneer Abstract and Title Co of Muskogee Inc.
 Plant Tours Communications Company
 Platinum Platypus Inc.

Premier Fire and Security Inc.
 Prime Mowing and Property Management LLC
 Pure Water Technology of the Tri State Area
 LLC
 Pye-Barker Fire and Safety LLC
 Q4 Inc.
 Quality Water Financial LLC
 Quik Print of Austin Inc.
 Rack and Shelving Consultants
 Radiant PPC LLC
 Raymond Pope
 RBI USA Customs Services LLC
 RC Ventures Inc.
 Recycling Equipment Corporation
 Red Moon 88 LLC
 Reffett Associates
 Regents Capital Corporation
 Reliance Telephone Systems
 Rezvani Mining LLC
 Robson Forensic Inc.
 Rockwell Automation Inc.
 Roman Krasiuk
 Ruric Inc.
 SafetySkills LLC
 SAGE Capital Investments, LLC
 Salary.com LLC
 Salesforce.com, Inc.
 Say Technologies LLC
 Scott Malewig
 Sebastian Javier Marconi
 Sharp Business Systems
 Sharpertek
 Shermco Industries, Inc.
 Silver Fox Productions Inc.
 Silverpeak Special Situations Lending LP
 Slack Technologies LLC
 Smartsheet Inc.
 Smoky Mountain BBQ Company LLC
 Solomon Corporation
 Southeastern System Services Inc.
 Southern Cargo LLC
 Spectrum Business
 SpectrumVoIP Inc.
 Spotless Cleaning
 Stafftax Financial LLC
 Standby Service Solutions LLC
 State of Tennessee Department of Revenue
 Stone Tower Air LLC
 Summit Energy Services Inc.
 Summit Funding Group Inc.

Sunny Shah
 Sunnyside Consulting and Holdings Inc.
 SunValley Electric Supply
 SuperAcme Technology Hong Kong LTD
 Susan Oh Communications
 Synopsys Inc
 Synovus Bank
 Tag Resources LLC
 Tangent Energy Solutions Inc.
 Tango Lima, LP
 Tax Executives Institute Inc.
 TDIndustries Inc.
 Teague Nall and Perkins Inc.
 Technijian Inc.
 Technology Navigators LLC
 TechSource Global LLC
 Telecom Site Solutions LLC
 Telfi LLC
 Telles Global Consulting Inc.
 Temps Plus Inc.
 Tenaska Power Services Co
 Tenet Solutions
 Tennessee Valley Industrial Committee
 Texas Blockchain Council
 Texas Workforce Commission
 The Coindad LLC
 The Crown Restaurant
 The MacLellan
 The Specialty Company - TSC
 The Treadstone Group Inc.
 Thomson Reuters Tax and Accounting
 checkpoint
 Thycotic Software LLC
 Time Warner Cable
 Top Imprint Limited
 Tor Naerheim Brand Design LLC
 Total Quality Logistics LLC
 Tower Direct
 Trace3 LLC
 TRACS Manufacturing LLC
 Tractor and Palm Inc.
 Travis Asphalt
 Triangle Enterprises, Inc.
 Trilogy LLC
 TriNet COBRA
 Trinity Risk Solutions LLC
 True North Data Solutions US Inc.
 TXU Energy Retail Company LLC
 TY Properties
 U line

United Capital Partners
 United Rentals North America Inc
 United Rentals North America Inc.
 University of California, San Diego
 UPS Supply Chain Solutions Inc.
 Upstate Containers LLC
 Validus Power Corp
 Vandco Equipment
 VCheck Global LLC
 Veriedge LLC
 Veritext LLC
 Vesco Toyota Lift
 VMS Security Cloud Inc.
 Volt Management Corp
 Wachsmann PR LLC
 Waste Disposal Solutions Inc.
 Waterlogic Americas LLC
 Wells and West Inc.
 WEX Health Inc.
 Whitfield Electric Motor Sales & Service, Inc.
 Whitney J Beauxis
 Wideth Smith Nolting and Associates, Inc.
 Williams Farm LLC
 Williams Marston LLC
 Wilson Built Fab Shop
 Workplace Solutions Inc.
 Young MFG Inc.
 Zendesk Inc.
 Zeus Mining Co Ltd
 Zimney Foster PC
 Ziply Fiber
 Zoom Video Communications Inc.
 ZoomInfo Technologies

Taxing Authorities:

Austin, TX Lease - existing office (Worksmith)
 Austin, TX Lease - new office (Riversouth)
 California Franchise Tax Board
 Cedarvale, TX
 Cherokee County Tax Collector (NC)
 City of Calvert City (Calvert City, KY)
 City of Denton, TX
 Colorado Department of Revenue
 Dalton-Whitfield Joint Development Authority;
 Carl Campbell, Executive Director
 Eddie McGuire, Marshall County Sheriff
 (Benton, KY)
 Georgia Department of Revenue
 Internal Revenue Service

Jobe Ranch Family Limited Partnership, Lessor
 (11/15/2021)
 Kentucky Department of Revenue
 Kentucky State Treasurer
 King County Assessor (Seattle, WA)
 Marshall County (Kentucky) Department of
 Revenue
 Minnkota Power Cooperative
 ND Office of State Tax Commissioner
 North Carolina Department of Revenue
 North Dakota Department of Revenue
 North Dakota Office of State Tax Commissioner
 Oklahoma Department of Revenue
 State of Delaware - Division of Corporations
 Tennessee Department of Revenue
 Tennessee Valley Authority - Economic
 Development - Thomas Buehler (Calvert
 City)
 Texas Comptroller / Texas Comptroller - Sales
 & Use Tax
 Travis County, TX (Austin, TX HQ)
 US Customs and Border Protection
 Ward County Assessor (TX)
 Whitfield County Board of Assessors (Dalton,
 GA)

**U.S. Attorney's Office for Southern District
 of Texas:**

Jennifer Lowery

**UCC Search Results/UCC Lien Search
 Results:**

ACM ELF ST LLC
 Anchorage Lending CA, LLC
 Arctos Credit, LLC
 Bank Financial
 Barings BDC, Inc.
 Barings Capital Investment Corporation
 Barings Private Credit Corp.
 BEAM Concrete Construction, Inc.
 C T Corporation System, as Representative
 Celsius Networks Lending LLC
 CIT Bank, N.A.
 CM TFS LLC
 ComNet Communications, LLC
 Consolidated Electrical Distributors, Inc. dba
 Sun Valley Electric Supply
 Contech Construction
 Contech, Inc.
 Convergint Technologies LLC

Coonrod Electric Co, LLC
 Corporation Service Company
 Dell Financial Services L.L.C.
 Elliot Electric Supply, Inc.
 GARIC INC.
 GARIC, INC.
 Gaylor Electric, Inc. d/b/a Gaylor, Inc.
 Graybar Electric Company Inc.
 Graybar Electric Company, Inc.
 Housley Communications, Inc.
 Huband-Mantor Construction Inc.
 Humphrey & Associates, Inc.
 Humphrey & Associates, Inc.
 Imperial Fire Protection, LLC
 Indigo Commercial Funding, LLC
 LML Services dba FlowTx
 Maddox Industrial Transformer LLC
 MassMutual Asset Finance LLC
 McCarthy Building Companies Inc.
 McCarthy Building Companies, Inc.
 McCorvey Sheet Metal Works, LP
 McElroy Metal Mill, Inc. dba McElroy Metal
 MK Marlow Company, LLC
 Morsco Supply LLC dba Morrison Supply
 Company
 Network Cabling Services, Inc.
 North Mill Credit Trust
 NYDIG ABL LLC
 Power & Digital Infrastructure Corp.
 Priority Power
 Silverpeak Credit Partners LP, as Collateral
 Agent
 Stonebriar Commercial Finance LLC
 Stonebriar Finance Holdings LLC
 Summit Electric Supply
 Sure Steel - Texas, LP
 T&D Moravits & Co.
 TCF National Bank
 Texas AirSystems, LLC
 Toyota Industries Commercial Finance, Inc.
 VFSOX, LLC
 Way Mechanical
 Wesley-Thompson Hardware, Inc.
 XPDI Merger SUB, Inc.

Unions:

N/A

**United States Trustee and Staff for Southern
 District of Texas:**

Alethea Caluza
 Alicia Barcomb
 Brian Henault
 Christopher R. Travis
 Christy Simmons
 Clarissa Waxton
 Glenn Otto
 Gwen Smith
 Ha Nguyen
 Hector Duran
 Ivette Gerhard
 Jana Whitworth
 Jayson B. Ruff
 Kevin M. Epstein
 Linda Motton
 Luci Johnson-Davis
 Millie Aponte Sall
 Patricia Schmidt
 S. Michele Cox
 Stephen Statham
 Steven Whitehurst
 Valerie Goodwin
 Yasmine Rivera

Utility Providers/Utility Brokers:

Alpha Waste
 BalsamWest Fiber Net
 Calvert City Hall (Kentucky)
 Carolina Recycling
 CenturyLink
 Charter Communications, Inc. (dba Spectrum)
 Cogent Communications
 Countrywide Sanitation Co
 Dakota Carrier Network
 Dalton Utilities
 Dellcom (Dell Telephone)
 Denton Municipal Electric
 Dialog Telecommunications
 Digital Realty
 Dobson Fiber
 Duke Energy
 Duke Energy Carolinas
 Duke Energy Carolinas, LLC
 Frontier Communications
 GlobalGig
 Internal/Resound Networks
 Level 3 Communications LLC
 Logix Fiber Networks

Lumen/CenturyLink
Marble Community
Murphy Electric Power Board
NODAK Electric Cooperative
Optilink
Regional Waste
Resound Networks
Shell Energy Solutions
Starlink
TanMar Rentals, LLC
Tennessee Valley Authority
Time Warner Cable
Windstream Communications
Xcel Energy, Inc.

Schedule 2**Disclosures of Relationships to Potential Parties in Interest**

1. While the Honorable David R. Jones was attending law school, he worked on a part-time basis for Gray Reed assisting with Gray Reed's IT systems.

2. Gray Reed previously represented the Honorable Christopher M. Lopez in an individual matter, before he took the bench in August, 2019. The matter was opened in 2012 and closed in 2014.

3. Gray Reed has previously represented and continues to represent GlassRatner Advisory & Capital Group, LLC ("GlassRatner") and its principal, Mark Shapiro, in matters unrelated to the Debtors' chapter 11 cases. In August 2018, B. Riley Financial, Inc. ("B. Riley") acquired GlassRatner. Gray Reed has not represented B. Riley and will not represent B. Riley in any matter connected to the Debtors' chapter 11 cases.

4. Gray Reed has in the past represented, currently represents, and may in the future represent, the following potential parties in interest in matters unrelated to the Debtors' chapter 11 cases. Gray Reed has not and will not represent the following potential parties in interest in any matter connected to the Debtors' chapter 11 cases.

Aetna	Frontier Communications America Inc.	Oracle America, Inc.
Chubb	Reed Wells Benson and Company	Ryan, LLC
Memorial Hermann Hospital System	Robert Half Talent Solutions	NextEra Energy Capital Holdings
Weatherford International	McCarthy Buildings Companies, Inc.	T-Mobile USA, Inc.
Wilmington Savings Fund Society, FSB	Willkie Farr & Gallagher LLP	BEAM Concrete Construction, Inc.
CNA Insurance	FedEx Corporation	Graybar Electric Company, Inc.
AIG	Lexington Insurance Company	National Union Fire Inc. Co.

EXHIBIT B

Trompeter Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

CORE SCIENTIFIC, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-90341 (DRJ)
)
) (Jointly Administered)
)

**DECLARATION OF PATRICIA TROMPETER
IN SUPPORT OF THE APPLICATION FOR ENTRY
OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
GRAY REED AS CONFLICTS AND EFFICIENCY COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF JANUARY 30, 2023**

Patricia Trompeter declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am the Chief Executive Officer of Sphere 3D Corp. (“Sphere 3D”). Sphere 3D is an unsecured creditor in the above-captioned cases of Core Scientific, Inc. and its debtor affiliates (collectively, the “Debtors”). I serve as Sphere 3D’s representative on, and the Chair of, the Committee. In such capacity, I was part of the process and involved in selecting and engaging Gray Reed as conflicts and efficiency counsel to the Committee. I submit this Declaration solely in my capacity as a member of the Committee. All rights of Sphere 3D are expressly reserved.

2. I have reviewed and am familiar with the contents of the *Application for Entry of an Order Authorizing the Retention and Employment of Gray Reed as Conflicts and Efficiency*

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number, are: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

Counsel to the Official Committee of Unsecured Creditors Effective as of January 30, 2023 (the “Application”).² In support of the Application, the Committee relies upon the Brookner Declaration, which is attached to the Application as Exhibit A.

3. Gray Reed has extensive experience representing official committees of creditors in large and complex bankruptcy cases. I believe Gray Reed is well-positioned to anticipate and resolve legal issues that may arise during the remainder of these chapter 11 cases. Moreover, I understand that Gray Reed has extensive general legal experience and knowledge, and, in particular, has substantial expertise in the field of business reorganization under chapter 11 of the Bankruptcy Code.

4. I, and the other members of the Committee, reviewed Gray Reed’s standard rates for bankruptcy services, as set forth in the Application. Based upon representations made to the Committee by Gray Reed, I understand that those rates are generally consistent with the firms’ rates for comparable non-bankruptcy engagements and the billing rates and terms of other comparably skilled firms for providing similar services. Based on these representations and the Committee members’ experience in both the bankruptcy field and in other fields in which the Debtors operate, the Committee believes these rates are reasonable. It is my understanding that Gray Reed will seek payment of 80% of its fees and 100% of its expenses on a monthly basis, consistent with Court orders.

5. Additionally, the Committee, through me, its designated member and chairperson, will: (a) develop a prospective budget and staffing plan with Gray Reed to comply with the U.S. Trustee’s requests for information and additional disclosures and any other orders of the Court, recognizing that, in the course of these chapter 11 cases, there may be unforeseeable fees and

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

expenses that will need to be addressed by the Committee and Gray Reed; (b) review all staffing plans and budgets to supervise Gray Reed's fees and expenses and to manage costs and, together with Gray Reed, make adjustments as may be necessary or appropriate; (c) review all applications for compensation submitted by Gray Reed to ensure that Gray Reed's fees and costs are consistent with the budget, appropriate in scope and amount, and that there has been no unreasonable duplication by the Committee's other professionals.

6. The facts set forth in this Declaration are based upon my personal knowledge, my review of the relevant documents, information provided to me or verified by Gray Reed, and my personal opinion based upon my experience, knowledge, and information provided to me. I am authorized to submit this Declaration on behalf of the Committee and, if called upon to testify, I would testify competently to the facts set forth herein.

7. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on this 28th day of February, 2023.

By: /s/ Patricia Trompeter
Patricia Trompeter
Chief Executive Officer
Sphere 3D Corp.
As representative for Sphere 3D Corp.,
in its capacity as a Committee member